

UNITED STATES DISTRICT COURT  
SOUTHERN DISTRICT OF NEW YORK

LANSUPPE FEEDER, LLC,

Plaintiff,

vs.

WELLS FARGO BANK, NATIONAL  
ASSOCIATION, as Trustee for Soloso CDO  
2005-1 Ltd.,

Defendant,

and

SOLOSO CDO 2005-1 LTD.,

Nominal Defendant,

and

OXFORD UNIVERSITY BANK; CITIZENS  
BANK & TRUST COMPANY; COASTAL  
COMMERCE BANK; GUARANTY BANK AND  
TRUST COMPANY; BANKFIRST FINANCIAL  
SERVICES; THE FIRST, A NATIONAL  
BANKING ASSOCIATION; COPIAH BANK,  
NATIONAL ASSOCIATION; & PRIORITYONE  
BANK,

Intervenors.

Case No. 1:15-cv-07034 (LTS) (KNF)

**SUPPLEMENTAL DECLARATION OF RANDALL R. RAINER IN SUPPORT OF  
SOLOSO CDO 2005-1 LTD.'S SUR-REPLY IN OPPOSITION TO INTERVENORS'  
CROSS-MOTION FOR SUMMARY JUDGMENT**

I, Randall R. Rainer, declare as follows:

1. I am an attorney at Wollmuth Maher & Deutsch LLP, and counsel of record for Nominal Defendant Soloso CDO 2005-1 Ltd. (“Soloso” or the “Issuer”) in this action. I respectfully submit this Declaration in support of the Issuer’s sur-reply memorandum of law in opposition to the Intervenor’s cross-motion for summary judgment. The information herein is based upon my personal knowledge or my review of my Firm’s files for this action.

2. Annexed hereto as Exhibit A is a true and correct copy of the Final Offering Circular for the Preferred Shares of Soloso CDO 2005-1 Ltd., dated August 18, 2005.

3. Annexed hereto as Exhibit B is a true and correct copy of the Security and Exchange Commission’s no-action letter entitled, “Response of the Office of Chief Counsel, Division of Investment Management, Ref. No. 93-523-CC, Brown & Wood, File No. 132-3,” dated February 24, 1994, which was obtained from the SEC’s website at [http://www.sec.gov/divisions/investment/noaction/1994/brownwood\\_022494.pdf](http://www.sec.gov/divisions/investment/noaction/1994/brownwood_022494.pdf) (site last visited on December 12, 2015).

4. I declare under penalty of perjury that the foregoing is true and correct.

Dated: New York, New York  
December 10, 2015

/s/ Randall R. Rainer  
Randall R. Rainer, Esq.